

Solomons Island Cycling Bylaws

Article I. GENERAL

Section 1 - Name: The name of this Organization shall be Solomons Island Cycling, Inc. and the Organization shall be referred to in these bylaws as the Solomons Island Cycling or SIC.

Section 2 - Purpose: The purpose of Solomons Island Cycling shall be as follows:

General Purpose. The club is organized and operated for the following general purposes:

- A. Exclusively as a social club organized and operated for the pleasure and recreation of its members within the meaning of 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any United States internal revenue law.
- B. To exercise such of the rights, power, duties and authority of a nonprofit organization organized under the Nonprofit Corporate Act of the State of Maryland which are consistent with the preceding paragraph.

Specific Purpose. The specific purpose of the club includes, without limitations the following:

- A. To promote use of bicycles for fun, fitness, sport, recreation or transportation at all skill levels of bicycle rider.
- B. To develop and promote the use of safe and competent riding techniques.
- C. To improve recognition by the public and public officials of the need for safer cycling conditions.

Section 3 - Definitions:

Annual Board Meeting: The meeting of the Board of Directors, typically held in the spring of the year, when departing Board Members leave and new Board Members begin their board term of service.

Board of Directors Meetings: May be in person, via telephone and/or web conference.

Board Notifications to Members: Will be via electronic or print communication methods.

Notices or Notifications: Notifications to Directors, members or committee members may be via electronic or print communication methods.

President: A woman or man elected by the Board as the head of the organization, or a Committee leader appointed by the President of the Board.

Petition: A written or electronic submission to the Board office on behalf of one or more candidates for the Board of Directors or a subject the petitioner wishes the Board to act upon. The membership status of all petitioners shall be verified to determine the number of valid petitions. Petitions from family members shall count as two votes.

Vote: A vote may be in person, via telephone or other computer method, as specified in the Bylaws or as determined by the Board.

Organizational Office: The organization will leverage the concept of a virtual office to provide goods and services to the club. It will rely on the Internet for records and document storage and exchange. It may use the Internet for other communications of the Organization such as but not limited to Facebook, email, video conferencing or conference calls for meetings. It will have a P.O. Box for all other communications.

ARTICLE II. MEMBERSHIP

Section 1 - General: The Organization is a nonprofit, without capital shares, and no pecuniary benefit shall inure to any member by reason of membership.

Section 2 - Eligibility: Payment of dues entitles one to membership in the Organization. Membership is open to everyone interested in bicycling.

Section 3 - Class of Membership: The Organization shall have a Regular class and an Affiliate class of membership. The Board of Directors may establish types of membership within each class of membership as the Directors may deem to be in the best interest of the Organization

A. Regular membership shall comprise two types: individual or family. A family shall consist of two or more people living at the same address who are related by blood, marriage, civil union, adoption or foster care.

B. Affiliate membership shall consist of clubs, organizations, associations, organizations, partnerships, companies, or any other groups.

Section 4 - Dues: The Board of Directors shall establish the dues for each type of membership within a class of membership. Non-payment of dues in cash or in-kind equivalent value terminates membership.

Section 5 - Voting and Referendum Petition Rights: An individual member shall have one vote. A family membership shall have two votes. Affiliate members shall have no votes.

A. Voting. Regular members shall have the right to elect the Member-elected Board of Directors as provided for in Article III, Section 8.

B. Referendum. Regular members may, by submitting petitions bearing signatures of ten percent (10%) of the Regular members of the SIC, direct the Board of Directors to conduct a referendum of the Regular members on any relevant matters or questions. Reasonable procedures for collecting and certifying petitions shall be established by the Board of Directors. These procedures, including the number of signatures required, shall be supplied by the SIC office to any Regular members on request. Upon notifying the Organization office of the intent to petition for a referendum, petitioners shall have 75 days to submit the required number of signatures to the Organization office. Within a reasonable time, the Organization shall conduct a vote of the entire membership, by mail or electronic means, unless the Board of Directors themselves meet and vote passage of the matter dealt with by the petition. Such matters shall be decided by a majority of the vote received by the Organization office within 30 days after ballots are made available to members, and shall have the same effect as an act taken by the Board of Directors.

Section 6 - Transferability: Membership in the Organization is not transferable or assignable.

Section 7 - Annual Membership Meeting: An Annual Membership Meeting open to all members shall be held in the first quarter of the year at a time and place designated by the Board of Directors. Notice of the Annual Meeting shall be published on the Organization's Facebook page, and on its Web site, at least 30 in advance of the meeting. At the Annual Meeting the membership will vote on new Board of Director members. An opportunity shall be provided for discussion by the members of current and potential policies and activities of the Organization.

Ballots for the election of new Board members shall be in a form determined by the Board of Directors and be made available to members in a manner as determined by the Board.

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Board Member Election will be by voting ballots by a method of delivery established by the Board. The ballots will be counted using a preferential voting method approved by a majority the Board.

The active members present at any meeting or participating in an election shall constitute a quorum and, except as specified herein, any action of the club shall be taken by majority vote of the active members present/participating and voting.

Section 8 - Membership Term: All memberships expire twelve (12) or twenty-four (24) months from the date on which initial or renewal dues are received by the Treasurer. Active members shall be those individuals or family members whose dues are fully paid.

Section 9 - Membership Privileges: Any person holding an active membership shall be entitled to hold elective office in the club, have access to membership-only sections on the club website, vote on all issues presented to the membership for a vote, and participate in all club sponsored (i.e., sanctioned) rides, tours and other events provided the member. Fees may be associated with some club sponsored rides or events.

Section 10 - Waivers: All membership (or parent or guardian in the case of members under eighteen (18) years of age) must have a signed original/renewal application and liability waiver on file to participate in any club sponsored (i.e., sanctioned) ride, tour or other event. All guests (or parent or guardian in the case of guest under eighteen (18) years of age) who participate in any club sponsored (i.e., sanctioned) ride, tour, or other event must have executed an event liability waiver form. Membership applications and liability waiver forms are determined to be valid in a form prescribed by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Section 1 - General Powers: The Board of Directors shall be responsible for the management and control of the Organization and shall perform every act that it deems necessary, expedient, or advisable to carry out the purposes of this Organization. The following are matters that must be submitted to, and receive the approval of, the Board of Directors:

- A. Amendment or restatement of the Articles of the Organization;
- B. Merger, consolidation, or dissolution of the Organization;
- C. Sale, lease, exchange, pledge, or mortgage of any substantial part of the assets of the Organization;
- D. Adoption of a strategy, work plan and budget for the Organization;
- E. Such other matters that may be required by law to be submitted to the Board of Directors.

Section 2 - Directors: The Board of Directors shall consist of seven (7) as determined from time to time by the Board of Directors. All Directors shall exercise the same rights and enjoy the same privileges. The Board of Directors shall be elected in the manner as provided for in Article III, Section 7.

Section 3 - Eligibility: All Directors must be members of Solomons Island Cycling and shall meet the minimum qualifications as defined by the Board of Directors.

Section 4 - Meetings: The Board of Directors shall meet at least four (4) times each year, and one shall be the Annual Board Meeting. Special Meetings of the Board may be called by the President or upon demand of a majority of Directors at such time and place as the President may designate. Notice of any meeting shall be sent to each Director at least ten (10) days in advance of the meeting.

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Section 5 - Quorum: A majority of the Directors shall constitute a quorum at any meeting of the Board. When a quorum is present, a decision by a majority of the Directors present is the act of the Board, unless these bylaws provide otherwise

Section 6 - Board Member Nomination: The Nominating Committee is responsible for recruiting new Board members as defined in Article V, Section 6. In this role the committee shall assess and share with the full Board recommendations on the skills or characteristics to be sought for the Board elections. It shall present its report of recommended candidates to the Board in writing at least 20 days prior to the Board's deliberation.

Section 7 - Board Member Election: At the Annual Board Meeting, the Board shall establish a timetable for the following year's General membership meetings and Board Member elections. Such timetable and location shall include a deadline for the Nominating Committee's report, subjected to the requirements of this section and Article III, Section 6.

Section 8 - Term of Office: The term of Directors shall be two (2) years beginning at the Board of Directors Annual Board Meeting following his/her election and ending at the of the Annual Board Meeting two (2) years later, provided that a Director who is also an officer of the Organization; shall continue as a non-voting member of the Board of Directors until his/her successor takes office as provided in Article IV. Terms for Directors will be staggered to provide for continuity on the Board.

In alternating years, three (3) of the seven (7) Directors and four (4) of the seven (7) Directors shall be elected at each annual membership meeting. Each director so elected shall hold office until the annual meeting of the membership two years after the meeting at which he or she is elected or until he or she resigns or is removed or is otherwise disqualified to serve, whichever occurs first. Terms of Directors shall commence immediately upon their election. Voting for the election of directors shall be by written ballot in accordance with Article II, Section 7. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board. Directors may run for reelection upon the expiration of their terms.

Section 9 – Removal:

A. Repeated unexcused absence from duty, defined as three consecutive meetings or three of the five most recent meetings, shall result in automatic removal.

B. Board-initiated removal: Any Director may be removed by a two-thirds (2/3) vote of the full Board at a meeting of the Board of Directors only for one or more of the following reasons:

C. Disruptive, abusive, or grossly offensive conduct at meetings or on any occasion where the Director is formally representing the Organization;

D. Conviction of a felony or any legal action that results in imprisonment.

E. Member initiated removal: Any person who holds a Regular membership may initiate removal of any Director by obtaining signatures of ten percent (10%) of the total persons who hold regular memberships, which shall be presented to the Board for action by the full Board. The reasons for seeking removal must be submitted with the signatures.

Section 10 - Vacancies: Vacancies resulting from an unfulfilled term of a Director shall be filled by a majority vote of the Board. A Director elected to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

Section 11 - Action by Unanimous Written Consent: Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board members. Such consent shall have the same force and effect as a unanimous vote.

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Section 12 - Compensation/Reimbursement: Directors shall not be paid compensation or receive any benefits for services provided to the Organization. Directors may be reimbursed for authorized expenses incurred by them in the performance of their duties.

ARTICLE IV. OFFICERS

Section 1 - Elected Officers: The elected officers of the Organization shall be a President, Vice President, Treasurer, Secretary, and Ride Captain. All officers shall be members of the Board of Directors.

Section 2 - Election and Term of Office: The officers of the Organization shall be elected by the Board of Directors for terms of one (1) year at the Annual Board Meeting or other duly convened meeting and hold office until their successors have been duly elected or appointed.

Section 3 - Removal: Any officer may be removed by a two-thirds (2/3) vote of the total Directors whenever in their judgment the best interests of the Organization shall be served.

Section 4 - Vacancies: In the event of a vacancy in the President, the Vice President shall assume the duties of such office for the unexpired term of the office. Vacancies occurring in other officers' positions may be filled by appointment by the Board Chair, for the unexpired term of the office.

Section 5 - The President: The President shall have the general care, supervision, and operation of the Organization; preside at all Board of Directors Meetings and the Annual Meeting; perform all duties incident to the office of President and such other duties required by these bylaws and as may be prescribed by the Board of Directors; and serve as ex-officio member, with vote, on all Organization committees.

Section 6 - The Vice President: The Vice President shall discharge the duties of the President in the President's absence or during a vacancy in the office and undertake such other duties as may be assigned by the President or by the Board of Directors.

Section 7 - The Treasurer: The treasurer shall provide oversight for: accounting of the funds and securities of the Organization; keeping an account of all monies received and expended; preparing an annual budget; and shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors.

Sees that club membership and insurance is maintained in appropriate bicycling organizations, such as The League of American Bicyclists.

Receives all applications for membership; records membership applications and dues payments, forwarding originals of all applications to Secretary for retention; receives all dues and other funds of the club; deposits club funds; keeps the financial records of the club up to date; demands invoices or receipts for all financial transactions; submits a financial report at scheduled Board of Director meetings. Works with Board of Director members to develop an Operating Budget for the upcoming year. Assures the club maintains proper/appropriate insurance and liability coverage for all club sponsored events.

Section 8 - Secretary: The Secretary shall certify and keep at the principal office of the Organization the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Organization or at such other place as the board may determine, a file of minutes of all meetings of the directors, and, if applicable, meetings of committees, of directors, and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

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Be custodian of the records, documents and of the seal of the Organization and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Organization.

Keep at the principal office of the corporation a membership list containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership list together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership list, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Files and retains original/renewal signed applications and liability waivers. Handles and files all official correspondence and other paperwork for the club, calling upon other officers and members to assist in this task as required.

Coordinates the election procedure and the process for revisions to club By-Laws.

Section 9 - Road Captain: The Road Captain shall be responsible for oversight all official club rides, preside over any committees established related to ride planning or rider safety, recruits, assists, and trains ride leaders, and sees that the rules of safe riding as determined by the Directors are observed and upheld.

In general, perform all duties incident to the office of Road Captain and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE V. COMMITTEES

Section 1 - General: Committees may be created and abolished by the President or by the Board of Directors. With the exception of the Nominating Committee, all committees are advisory to the Board of Directors.

Section 2 - Appointment: The President shall recommend to the Board, appointees to serve as chair and members of committees from among Directors, interested and qualified members, professional advisors, and friends of the Organization with said appointments subject to confirmation by the majority vote of the Directors.

Section 3 - Removal: Any member of a committee may be removed by the President whenever the President Judges the best interest of the Organization will be served. Any member of a committee may also be removed by a two-thirds (2/3) vote of the Board of Directors.

Section 4 - Vacancies: Vacancies in the membership of any committee may be filled by appointment made in the manner provided in the case of the original appointment.

Section 5 - Quorum: A majority of the whole committee shall constitute a quorum. The act of the majority of the committee members present at the meeting at which a quorum is present is the act of the committee.

Section 6 - Nominating Committee: The Nominating Committee of the Board of Directors shall at least annually assess, recruit, and develop Board members so they can better perform their responsibilities. At the Annual Meeting the President shall appoint from 3 to 5 Directors as members of the Nominating Committee. No Director who is a candidate for election or appointment before the next Annual Meeting may serve on the Nominating Committee.

ARTICLE VI. AGENTS AND REPRESENTATIVE

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Section 1 - Agents and Representatives: The Board of Directors may appoint such agents and representatives of the Organization with such powers and to perform such acts or duties on behalf of the Organization as the Board of Directors may see fit, so far as may be consistent with these bylaws, and to the extent authorized or permitted by law.

ARTICLE VII. INDEMNIFICATION

Section 1 - Directors And Officers: The organization shall, to the fullest extent permitted by applicable law, indemnify any person who is or was a Director or Officer of this Organization, or other entity which such person is serving or served in any capacity at the request of this Organization, and who is made or threatened to be made a party to any action, suit, or proceeding, against any and all liability and reasonable expenses, including attorney's fees, actually and necessarily incurred by them in connection with the defense of any such action, suit, or proceeding, civil or criminal, or in connection with the defense of any appeal therein except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such director or officer (i) acted in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, or (ii) personally gained an advantage to which he/she was not legally entitled. The benefits of this section shall extend to the heirs and legal representatives of any person entitled to indemnification hereunder.

Section 2 – Representatives or Agents: The Organization may, to the extent authorized by the Board of Directors and permitted by applicable law, indemnify any representative or agent of the Organization who is not a Director or Officer of the Organization.

Section 3 - Non-Exclusivity: Any right of indemnification under Section 1 shall not be exclusive of other rights to which a Director or Officer may be entitled by law. Indemnification under Section 1 or Section 2 may be retroactive to the fullest extent permitted by law. This Article shall not be construed as a limitation on the authority of the Board to advance Organization funds for reasonable expenses, including attorneys' fees.

ARTICLE VIII. CONTRACTS AND BANKING

Section 1 - Contracts: The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Organization, and such authority may be general or confined to special instance.

Section 2 - Deposits: All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3 - Checks: All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Organization shall be signed by such officer or officers, agent, or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4 - Loans: No loan shall be made to this Organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

ARTICLE IX. ACCOUNTING YEAR END STATEMENTS

Section 1 - Accounting Year: The fiscal year of the Organization shall begin on the first day of January and end on the last day of December of each year.

Section 2 - Financial Statements: At the end of the accounting year, the books of the Organization shall be closed and financial statements prepared for that year. Such financial statements may be audited, reviewed or compiled as determined by resolution of the Board of Directors by an Independent Auditing Firm, the partners of which are certified

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public accountants. The balance sheet of such financial statements may be audited at least once every four years. Such financial statements may be promptly submitted to the Board of Directors upon completion.

ARTICLE X. MISCELLANEOUS

Section 1 - Books and Records: The Organization shall keep correct and complete books and record of accounts of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep at its registered office or principal office a record giving the names and addresses of its members entitled to vote. Books and records of the Organization may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time.

Section 2 - Seal: The Board of Directors may provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Organization and words "Corporate Seal, State of Maryland."

Section 3 - Loans to Officers, Directors, Employees or Members Prohibited: No loans shall be made by the Organization to any of its officers, directors, or members.

Section 4 - Rules: The Board of Directors may adopt, amend, or repeal rules not inconsistent with these bylaws, for the management of the internal affairs of the Organization and for the governance of its officers, agents, committees.

ARTICLE XI. AMENDMENTS

Section 1 - Amendments: The bylaws of the Organization may be altered, amended or repealed and new bylaws adopted by a two-thirds (2/3) vote of the total Board of Directors.

ARTICLE XII. CONFLICT OF INTERESTS

Section 1 - General: A conflict of interest may exist when the financial interests of any Director, officer or staff member, or said person's immediate family, may be seen as competing with the interests or concerns of the Organization.

Section 2 - Disclosure: Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned.

Section 3 - Board Deliberations and Voting: When any such conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to attention of the Board of Directors, and such person shall not vote on the matter.

Moreover, the person having a conflict shall retire from the room in which the Board is meeting and shall not participate in the deliberation or decision regarding the matter under consideration. However, that person may provide the Board with any and all relevant information.

Section 4 - Record Keeping: The minutes of the meeting of the Board shall reflect that the conflict of interest was disclosed and that the interested person was not present during the discussion or vote and did not vote. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person concerning whose situation the doubt has arisen.

Article XIII. CLUB SPONSORED EVENTS

The club, its Board of Directors and members will not be responsible for any ride, tour or other event unless it is an approved club sanctioned or sponsored event.

No event shall be considered club sanctioned unless the following conditions are met:

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Any member wishing to propose club sanctioning of an event shall present to the Board of Directors the following information about the proposed event: the date, time, place and type of event, estimated cost, legal and financial requirements as applicable and the name of at least one other active member who will be involved in the planning and carrying out of the event.

Following review of the information provided regarding the proposed event, a Board of Directors vote will be taken and, if approved, the event will be scheduled as a club sanctioned event.

The President may appoint any member, including the proposing member, as chairperson of the event who will name the remaining members of the event committee and will thereafter report to the Board of Directors on the progress of the planning of the event.

The Board of Directors may at any time suspend or revoke club sanctioning of any event.

Article XIV. ASSETS

No part of the net earnings of the club shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the organization.

Should the club dissolve, all club assets will be donated to a non-profit charitable organization(s), as determine by the SIC Executive Board, upon dissolution.

ARTICLE XV. EFFECTIVE DATE

Section 1 - Effective Date: The effective date of these bylaws shall be March 12, 2016

Adopted by the Board of Directors _____ (date)

Amended by the Board of Directors _____ (date)

Printed Name and Signature Secretary